

January 8, 2025

The Manager

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051.

Dear Sirs/Madam,

Subject: NIIF Infrastructure Finance Limited – Submission of Integrated Filing (Governance) for the quarter ended December 31, 2024.

Please find attached herewith Integrated Filing (Governance) for the quarter ended December 31, 2024, in compliance with Regulation 13 (3) and Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Kindly take the same on record.

Thanking You,

For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

Encl: As mentioned above.

FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. Compliance report on Corporate Governance to be submitted by a listed entity on a quarterly basis.

1. Name of Listed Entity: NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)
2. Quarter ending: December 31, 2024

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) ⁸	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity <i>[with reference to Regulation 17A]</i>	No. of Independent Directorship in listed entities including this listed entity <i>[with reference to Regulation 17A (1) & 17A (2)]</i>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of the LODR Regulations)</i>	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. <i>(Refer Regulation 26(1) of the LODR Regulations)</i>
Mr.	Alwarthirunagari Kuppaswamy Thiruvankata Chari	PAN - [REDACTED] DIN – 00746153	Non-Executive Nominee Director	12-03-2019	-	-	-	16-12-1939	0	0	1	0
Mr.	Ashwani Kumar	PAN - [REDACTED] DIN – 02870681	Non-Executive - Independent Director	30-09-2020	29-09-2023	-	51 months	28-02-1958	2	2	5	2
Ms.	Rosemary Sebastian	PAN- [REDACTED] DIN- 07938489	Non-Executive - Independent Director	07-06-2022	-	-	31 months	05-05-1959	0	0	3	1

Mr.	Prashant Kumar Ghose	PAN - [REDACTED] DIN – 00034945	Non – Executive Independent Director	01-02-2023	-	-	23 months	03-09-1950	0	0	3	3
Mr.	Padmanabh Sinha	PAN – [REDACTED] DIN – 00101379	Non-Executive Nominee Director	28-03-2024	-	-	-	21-02-1971	0	0	0	0
Mr.	Nilesh Shrivastava	PAN – [REDACTED] DIN – 09632942	Non-Executive Nominee Director	28-03-2024	-	-	-	01-10-1973	0	0	3	0
Whether Regular chairperson appointed – No												
Whether Chairperson is related to managing director or CEO – NA												
<p>[§] PAN of any director would not be displayed on the website of Stock Exchange</p> <p>^{&} Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>												

Note:

- Details mentioned under tab named “No. of directorship in listed entities including this listed entity” and “No of Independent Directorship in listed entities including this listed entity” pertains to directorship of those Companies whose equity shares are listed on a stock exchange.
- Mr. Alwarthirunagari Kuppuswamy Thiruvengkata Chari was appointed as Independent Non-Executive Director of the Company with effect from October 28, 2015, till October 27, 2018 and thereafter appointed as Non-Executive Director with effect from March 12, 2019.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee) &	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Prashant Kumar Ghose	Chairperson – Non-Executive – Independent Director	27.12.2023	-
		Mr. Ashwani Kumar	Non-Executive – Independent Director	29-10-2020	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-
Note:					
<i>Mr. Ashwani Kumar was appointed as Chairman of the Audit Committee with effect from October 29, 2020, and thereafter appointed as member of the Audit Committee with effect from December 27, 2023</i>					
Nomination & Remuneration Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2020	-
		Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
		Mr. Padmanabh Sinha	Non-Executive – Nominee Director	28-03-2024	-
Risk Management Committee	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	19-05-2021	-
		Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-
		Mr. Alwarthirunagari Kuppuswamy Thiruvankata Chari	Non-Executive – Nominee Director	12-03-2019	-
		Mr. Prashant Kumar Ghose	Non-Executive – Independent Director	28-04-2023	-
		Chief Executive Officer	Member	28-04-2023	-

		Chief Risk Officer	Member	07-11-2023		
Stakeholders Committee	Relationship	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2021	-
			Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-
			Mr. Alwarthirunagari Kuppuswamy Thiruvankata Chari	Non-Executive – Nominee Director	27-12-2023	-
Corporate Social Responsibility Committee	Relationship	Yes	Mr. Ashwani Kumar	Chairperson – Non-Executive – Independent Director	29-10-2020	-
			Ms. Rosemary Sebastian	Non-Executive – Independent Director	07-06-2022	-
			Mr. Nilesh Shrivastava	Non-Executive – Nominee Director	28-03-2024	-

& Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes / No	Number of Directors present*	Number of independent directors' present*	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
				August 1, 2024	
October 3, 2024	Yes	6	3		62 days
October 24, 2024	Yes	6	3		20 days
November 7, 2024	Yes	6	3		13 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
	Yes / No				
Audit Committee					
October 24, 2024	Yes	4	3		
				July 31, 2024	84 days
				July 10, 2024	20 days
Nomination and Remuneration Committee					
October 23, 2024	Yes	3	2		-
Corporate Social Responsibility Committee					
-	-	-	-	August 29, 2024	-
Risk Management Committee					
October 23, 2024	Yes	6	2	July 31, 2024	83 days
Stakeholder Relationship Committee					
-	-	-	-	August 1, 2024	-
<i>*to be filled in only for the current quarter meetings</i>					
<i>** This information has to mandatorily be given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional</i>					
<i>Note: Details entered in the tab Number of Directors present for the Risk Management Committee includes attendance of Chief Executive Officer and Chief Risk Officer as members of the Committee.</i>					
V. Details of Cyber Security Incidence					
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter				No	
Date of event: NA				Brief Details of the Event: NA	

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

Name & Designation:

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

B. Investor Grievance Redressal Report

1. **Name of Listed Entity:** NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)
2. **Quarter ending:** December 31, 2024

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies

1. **Name of Listed Entity:** NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)
2. **Quarter ending:** December 31, 2024

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% of shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
<p><i>Note: NIIF Infrastructure Finance Limited is a High Value Debt Listed Entity (Exclusively Debt Listed) and specified securities as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the Company are not listed on any stock exchange. Accordingly, the provisions of Part A of Schedule III of SEBI Listing Regulations are not applicable to the Company.</i></p>					

D. Disclosure of Imposition of Fine or Penalty

- 1. Name of Listed Entity:** NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)
- 2. Quarter ending:** December 31, 2024

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
<p><i>Note: NIIF Infrastructure Finance Limited is a High Value Debt Listed Entity (Exclusively Debt Listed) and specified securities as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the Company are not listed on any stock exchange. Accordingly, the provisions of Part A of Schedule III of SEBI Listing Regulations are not applicable to the Company.</i></p>					

E. Disclosure of Updates to Ongoing Tax Litigations or Disputes

- 1. Name of Listed Entity:** NIIF Infrastructure Finance Limited (“NIIF IFL” or “the Company”)
- 2. Quarter ending:** December 31, 2024

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Sr. No.	Name of opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
<p><i>Note: NIIF Infrastructure Finance Limited is a High Value Debt Listed Entity (Exclusively Debt Listed) and specified securities as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the Company are not listed on any stock exchange. Accordingly, the provisions of Part A of Schedule III of SEBI Listing Regulations are not applicable to the Company.</i></p>				